

EXECUTIVE ADVISORY COMMITTEE CHARTER
OF
TII NETWORK TECHNOLOGIES, INC.

I. PURPOSE

The Executive Advisory Committee (the “Committee”) of the Board of Directors (the “Board”) of TII Network Technologies, Inc. (the “Company”) is formed pursuant to Article VII of the By-Laws of the Company to assist management of the Company in:

- Analyzing and evaluating the Company’s business, operations and financial position;
- Analyzing and reviewing the Company’s business and operating plans, including budgets;
- Reviewing and assessing the Company’s financial projections and business plans/strategies;
- Considering and evaluating proposed acquisitions by the Company of businesses, product lines, intellectual property and technologies;
- Considering growth vehicles for the Company, such as joint ventures;
- Considering recommendations by management regarding the structure and restructuring of the Company’s operations, including whether to sell or otherwise dispose of product lines or business units or subsidiaries; and
- Considering recommendations by management regarding specific courses of action with respect to the Company’s capital structure and financing alternatives;

The Committee shall also provide advice to other Committees of the Board with respect to plans or arrangements such Committees may consider that will facilitate or foster the growth of the Company.

II. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of at least three members of the Board, as determined by the Board. The Committee may designate one or more members of the Board as alternate members of the Committee, who may replace any absent or disqualified member of the Committee at any meeting of the Committee.

The Committee may form and delegate authority to subcommittees whenever it deems appropriate.

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board and shall serve at the pleasure of the Board. The Board may replace any member of the Committee who dies, resigns or is removed. Unless a chairperson of the Committee (the "Chairperson") is elected by the Board, the members of the Committee may designate a Chairperson by majority vote of the full Committee.

The Committee shall meet from time to time as called by the Chairperson. The Chairperson will prepare a meeting agenda with the input of management and in a timely manner to allow for adequate preparation and participation during a meeting. Members of the Committee may participate in any meeting of the Committee by means of conference telephone or other telecommunications equipment by means of which all persons participating in the meeting can hear each other. The Committee may ask members of management or others to attend meetings of the Committee, or portions thereof, and provide pertinent information as necessary. The Committee shall meet in executive session to discuss any matters that the Committee believes should be discussed privately. The Committee shall maintain minutes or other records of meetings and activities of the Committee, making the minutes available to any Board member at any time he or she requests them. The Committee shall report regularly to the full Board of Directors. The report to the Board may take the form of an oral report by the person designated by the Committee to make such report.

III. CERTAIN OTHER AUTHORITY

The Committee is authorized to delegate those of its functions as it may deem appropriate to subcommittees and to confer with Company management and other employees to the extent it deems necessary or appropriate to fulfill its duties. The Committee shall have authority to engage outside independent counsel and other experts as it determines necessary to carry out its duties and shall have sole authority to approve such experts' or advisors' fees and other retention terms.